

WC 04-414

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November 5, 2004

Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of ADVANCED TELCOM GROUP, INC., TRANSFEROR and ESCHELON
TELECOM, INC., TRANSFEREE Joint Application for Consent to a Transfer Of Control
under Section 214 of the Communications Act of 1934, as Amended

Dear Sir/Madam:

Enclosed for filing, on behalf of Advanced TelCom Group, Inc. ("ATG") and Eschelon Telecom, Inc. ("ETI") (collectively the "Parties"), please find an original and five copies of the above-captioned application. The Parties request authority for the transfer of ATG's subsidiaries Advanced Telcom Inc. ("ATT") and Shared Communications Services, Inc ("SCS") to ETI. This application is being filed concurrently with the International Bureau via its IBFS electronic program.

Remittance Form 159 and a check to cover the \$895 filing fee are appended. An additional copy of this filing for date-stamp and return has been provided as well. If there are any questions regarding this application, please contact Melissa Conway, counsel for the Parties, at (202) 955-9667. Thank you in advance for your assistance with this matter.

Sincerely,


Melissa Conway

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
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SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 8000 Towers Crescent Drive			
(5) STREET ADDRESS LINE NO. 2 Suite 1200			
(6) CITY Vienna		(7) STATE VA	(8) ZIP CODE 22182
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9667		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006-5547-78		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Advanced TelCom, Inc.			
(14) STREET ADDRESS LINE NO. 1 c/o ATG			
(15) STREET ADDRESS LINE NO. 2 3225 Cumberland Boulevard, Suite 920			
(16) CITY Atlanta		(17) STATE GA	(18) ZIP CODE 30339
(19) DAYTIME TELEPHONE NUMBER (include area code) (770) 541-5782		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003726197		(22) FCC USE ONLY	
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(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)	
)	
ADVANCED TELCOM GROUP, INC.,)	
TRANSFEROR)	
)	File No. ITC-T/C-2004 _____
and)	
)	WC Docket No. 04- _____
ESCHELON TELECOM, INC.,)	
TRANSFeree)	
)	
Joint Application for Consent to a Transfer)	
Of Control under Section 214 of the)	
Communications Act of 1934, as Amended)	

**JOINT APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL**

By this Joint Application and pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04 and 63.24(a) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24(a), Advanced TelCom Group, Inc. ("ATGI") and Eschelon Telecom, Inc. ("ETI")¹ seek the consent of the Federal Communications Commission (the "FCC" or "Commission") to the proposed transfer of ultimate control of ATGI's

¹ This Application pertains to ATGI and its operating subsidiaries, Advanced TelCom, Inc. ("ATI") and Shared Communications Services, Inc. ("SCS") (ATGI, ATI and SCS shall be collectively referred to hereinafter as "ATG"), and to ETI. ATGI and ETI are referred to collectively as the "Applicants." ATI and SCS may be referred to hereinafter as "ATI/SCS." Please note that the control of ETI and its subsidiaries is not affected by the proposed transfer of control described herein. ETI and its subsidiaries will continue to operate pursuant to their same names, operating authorities, rates, terms and conditions as at present.

subsidiaries that hold authority under Section 214 of the Act to provide domestic interstate and international telecommunications services from ATGI to ETI.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined application for the proposed transfer of control of ATGI's subsidiaries that hold domestic and international Section 214 authorizations to ETI. In connection with the transfer of control of the ATGI subsidiaries that hold international 214 authorizations, ATI and SCS, Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the transfer of control of the ATGI subsidiaries that hold domestic Section 214 authority.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because (a) after the proposed transaction, ETI and affiliates will have market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (b) the Applicants are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) ETI is not affiliated with a dominant foreign carrier, (b) ETI will not become affiliated with any foreign carrier as a result of the

proposed transaction, and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

The Applicants respectfully request *expedited* treatment and consideration of this Application so that the Applicants' business plans can be implemented, which business plans include consummation of the proposed transfer of control on or about *December 31, 2004*.

I. APPLICANTS

A. Advanced TelCom, Inc. (FRN #0003726197) and Shared Communications Services, Inc. (FRN #0003753795)

In mid-2003, General Electric Company ("GE") acquired ATGI and its two subsidiary telecommunications carriers, ATI and SCS. ATI is a direct, wholly owned subsidiary of ATGI, a holding company, which is a direct, wholly owned subsidiary of VFS Financing Inc.² SCS is a direct, wholly owned subsidiary of ATI. The ultimate parent company of all these entities is GE. ATI currently provides facilities-based and resold interexchange and local exchange telecommunications services to customers primarily in California, Nevada, Oregon and Washington, and also provides interexchange services to a small number of customers in several other states. ATI provides such services only to business customers through its own facilities, to those customers inside ATI's facilities footprint, and on a resale basis, in those areas outside of ATI's facilities footprint. ATI provides customers with voice and data services, Internet access, primary rate interface and basic rate interface services, voice mail, web hosting and domain

² Control of the domestic authorizations of ATI and SCS was transferred to VFS in WC Docket No. 03-63, granted April 21, 2003. Control of the international authorizations of ATI and SCS was transferred to VFS in ITC-T/C-20030320-00154 and ITC -T/C-20030325-00155, granted April 17, 2003.

name services. ATI holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international facilities-based and resold telecommunications services.³ SCS currently provides resold local exchange and interexchange telecommunications services to customers in Nevada, Oregon and Washington, and also provides resold interexchange telecommunications services to business customers in approximately 20 other states. SCS provides its customers with voice and data services, Internet access, voice mail, web hosting and domain name services. SCS also holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international resold telecommunications services.⁴

In addition to ATI and SCS, GE has another indirect, wholly owned operating subsidiary, GE Business Productivity Solutions, Inc. ("GEBPS"), which provides long distance services on a resale basis (no facilities-based services) to both residential and business customers in 49 of the 50 states (excluding Alaska) and has domestic and international Section 214 authority to provide resold switched services.⁵ In addition, GEBPS provides local service, also on a resale basis, to customers in Massachusetts and Connecticut. GEBPS provides its customers with voice and data

³ ITC-214-19990520-00377.

⁴ ITC-92-129. With the acquisition of SCS by ATI (then known as Advanced TelCom Group, Inc.), transfer of control of SCS, and, therefore, SCS's international 214 authorization, was transferred to ATI on September 9, 1999. See File No. ITC-T/C-199990716-00513.

⁵ On May 19, 1993, GE Capital Communication Services Corporation ("GECCS") received Section 214 authority in ITC-93-138. On July 20, 2001, the Commission was notified of a pro forma assignment of Section 214 authorization from GECCS to GEBPS, its direct, wholly owned subsidiary. The ownership and control of GEBPS is not changing and is not the subject of the instant Application. However, simultaneously with the signing of the Stock Purchase Agreement, described below, ETI and GEBPS signed an Asset Purchase Agreement ("Asset Purchase Agreement") whereby ETI will acquire substantially all of the assets of GEBPS, including the GEBPS customers, which will be transferred to a newly created subsidiary of ETI, Business Productivity Solutions, Inc. Thus, upon closing of the Asset Purchase Agreement, GEBPS will no longer be offering service. *This transaction is the subject of a separate application being filed simultaneously with the Commission.*

services, including audio conferencing, voicemail, dedicated Internet access, frame relay services, private line services and ISDN services. GEBPS is a direct, wholly owned subsidiary of General Electric Capital Corporation ("GECC"), which is a direct, wholly owned subsidiary of General Electric Capital Services, Inc., which is a direct, wholly owned subsidiary of GE.

In addition, GECC has an approximate 18% common equity ownership interest in KMC Telecom Holdings, Inc., the ultimate parent company of various KMC subsidiaries (KMC Telecom III, Inc., KMC Telecom V, Inc., KMC Data LLC) that are authorized to provide local and long distance telecommunications services virtually nationwide. GECC also has a 24% ownership interest in Startec Global Communications Corporation, the parent company of Startec Global Operating Company and Startec Global Licensing Company ("Startec Licensing"), facilities-based providers of communications services, including voice, data and Internet access. Startec Licensing offers domestic long distance services to residential customers nationwide with its dial-around services; however, its domestic long distance customers tend to be concentrated in major metropolitan areas on the east and west coasts of the United States. Additionally, GECC is the sole member of Indiana Fiber Works LLC, a company that offers dark fiber in Indiana. Finally, it is anticipated that GECC will have an approximate 14% limited voting common equity ownership interest in Choice One Communications, Inc. following its emergence from bankruptcy later this month.⁶ Choice One Communications, Inc. has several operating subsidiaries that offer voice and data services, including Internet solutions, to business customers in 12 midwest states. There are no other affiliates of ATI or SCS that offer domestic telecommunications services.

⁶ See Domestic Section 214 Application Filed for Transfer of Control of Choice One Communications, Inc. to Choice One Communications Reorganized, Public Notice, DA 04-3499, WC Docket No. 04-399, rel. November 1, 2004.

B. Eschelon Telecom, Inc. (FRN #0010289114)

ETI, a Delaware corporation, is located at 730 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402, (612) 376-4400 (telephone), (612) 436-6816 (facsimile). ETI is authorized to provide telecommunications services in California, Idaho, New Mexico and New York; however, ETI only provides service, specifically long distance resale service, to 1 business customer in New York. ETI's direct, wholly owned subsidiary is Eschelon Operating Company ("OPCO"), a Minnesota corporation that functions as a holding company. OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in various states.⁷ In these states, the subsidiaries provide resold and facilities-based local, resold long distance, internet and data services to small and medium-sized businesses. ETI and its subsidiaries, collectively "Eschelon", all headquartered at the above address, provide voice, data, Internet services and business telephone systems to over 38,000 customers and have over 225,000 access lines⁸ in service. Eschelon owns switches in all states where it is operational, except for Nevada. The average Eschelon customer has 5-8 lines. Eschelon provides resold and facilities-based local and resold long distance services in 12 markets in 7 states.⁹ There are no other affiliates of ETI that offer domestic telecommunications services.

As noted above, in footnote 5, a newly created subsidiary of OPCO, Business Productivity Solutions, Inc. ("BPS"), will acquire substantially all of GEBPS's assets and

⁷ Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc. and Eschelon Telecom of Oregon, Inc.

⁸ Eschelon defines "access lines" as 64kbps channels. Consequently, for example, a T-1 line will be counted as multiple access lines depending upon the number of 64kbps channels established on the circuit.

⁹ As noted above, ownership and control of ETI and its subsidiaries is not changing as a result of the instant Transaction (as that term is defined hereinafter). ETI and subsidiaries will continue to hold their telecommunications authorizations and serve their existing customers as they have in the past.

customers and become authorized to provide resold telecommunications services in all the states in which GEBPS currently is authorized, virtually nationwide. Thus, ETI will be the ultimate parent company for various subsidiaries operating virtually nationwide after consummation of the transactions contemplated by the Stock Purchase Agreement and the Asset Purchase Agreement.

II. THE TRANSACTION

On October 13, 2004, ETI and ATGI signed a Stock Purchase Agreement (the "Agreement") providing for ETI's acquisition of all of the issued and outstanding shares of common stock (the "Shares") of ATI from ATGI (the "Transaction"). Immediately after closing under the Agreement, ETI will transfer the Shares to its subsidiary, OPCO. Thus, following completion of the Transaction, SCS will continue to be wholly owned by ATI, which will be wholly owned by OPCO, which will continue to be wholly owned by ETI.

The proposed Transaction will be generally transparent to customers of ATI and SCS. In particular, because the Transaction is a stock transaction, the transfer of control of ATGI's operating subsidiaries will not result in a change of carrier for any of the ATI and SCS customers. Immediately after completion of the Transaction, ATI and SCS will continue to provide the same services at the same rates, terms and conditions as at present and any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The Transaction is not expected to result in any discontinuance of service for the ATI and SCS customers. Furthermore, in addition to having access to ETI's experienced and high-quality management team, the operations of ATI and SCS in numerous instances will continue to be

supervised by the same management, technical and customer service personnel that currently oversee those operations.

Even though their service provider is not changing and the Transaction will be invisible to them, to ensure that there is no customer confusion and to make ATI and SCS customers aware of the Transaction, customers have been given notice of the Transaction explaining that their service provider is undergoing a change in ultimate ownership.

III. PUBLIC INTEREST CONSIDERATIONS

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, ATI and SCS will continue to operate under their same names and operating authorities as at present. The Transaction involves no change in the entities providing service to customers, the facilities used to provide such service or the services, rates, terms and conditions of such service. All existing tariffs will remain in place. The transfer of control will be generally transparent to customers and will not have any adverse impact on them; they will continue to use the same number to reach customer service. The only change will be in the ultimate ownership of ATI and SCS.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening Eschelon's position as an effective and multifaceted telecommunications carrier. The Transaction will allow Eschelon to combine its financial, technical and market resources and expertise with that of ATI and SCS, thereby enhancing its ability to provide reliable, competitively priced services to customers. Eschelon will be able to expand its product offerings by adding the offerings of ATI and SCS to its current offerings. Eschelon also anticipates achieving significant cost reductions which will permit Eschelon and ATI/SCS to price more competitively. Through its increase in aggregate

purchasing power, Eschelon expects to be able to negotiate more favorable terms with many of its vendors. Eschelon expects additional cost reductions to arise from the enhanced utilization of its back office support systems and operations.

Both Eschelon and ATI/SCS have created strong customer service organizations that provide high levels of customer satisfaction as demonstrated by their low customer churn rates. Both organizations share similar technology platforms and both focus their products and marketing efforts on the same customer class – small to medium sized business customers. In an era of increasing telecommunications products and services, these customers require expert assistance to find the best solution for their telecommunications and internet access requirements. Both organizations use a direct sales force model in which trained sales and sales support personnel visit the customer premise, assess the requirements, and suggest a specifically tailored product and service offering. The similarity of business models between Eschelon and ATI/SCS means that integrating their operations will not occasion significant changes in what either company does and thus the Transaction poses little risk to customers.

The Transaction will serve the public interest by enabling Eschelon to expand its operations in a cost-effective manner, thereby enhancing its competitive position and ability to provide high-quality services at more competitive rates to customers. The Transaction will also enhance the companies' ability to invest additional resources in expanding the scope of their services, the range of their operations and additional operational stability. The Transaction will expand the service area within which Eschelon can offer service, thereby increasing the potential market for the companies and enhancing sales productivity, as well as providing a greater incentive for deploying additional facilities and making further investments in telecommunications infrastructure. ATI/SCS and Eschelon together will result in a larger and

more financially secure competitive alternative to the incumbents. By permitting Eschelon to strengthen its competitive position and accelerate its entry into additional markets, the proposed Transaction will expand competitive choices for U.S. telecommunications customers, and do so for the long run.

The transfer of control of ATI/SCS to Eschelon does not result in any anticompetitive effects. ATI/SCS and Eschelon together will achieve economies of scale and scope which will enhance the company's ability to roll out new products and services and expand into new markets. Although ATI/SCS and Eschelon both provide service in certain markets (Oregon, Washington and Nevada), neither has significant market share in any of these markets, and the combined market share post-closing will not exceed 10 percent in any market. In all instances, the incumbent local exchange carrier has a virtual monopoly and this Transaction will not diminish the ILEC's dominant market position. Furthermore, other CLECs such as Focal, TimeWarner Telecom, ICG, Cbeyond, Broadview, KMC, Xspedius and NuVox are active participants in many of these markets. Accordingly, the transfer of control of ATI/SCS to Eschelon will increase, not degrade, the competitiveness of these markets.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of Applicants:

ADVANCED TELCOM GROUP, INC.
463 Aviation Boulevard
Suite 120
Santa Rosa, California 95403
(707) 284-5000

ESCHELON TELECOM, INC.
730 2nd Avenue South, Suite 900
Minneapolis, Minnesota 55402
(612) 376-4400

- (b) ATGI and ATI are corporations organized under the laws of the State of Delaware. ATI is a wholly owned subsidiary of ATGI. SCS is a corporation organized under the laws of the State of Oregon, and is a wholly owned subsidiary of ATI.

ETI is a corporation organized under the laws of the State of Delaware. ETI's direct, wholly owned subsidiary, OPCO, is a Minnesota corporation.

- (c) Correspondence concerning this Application should be sent to:

Brad E. Mutschelknaus, Esq.
Melissa S. Conway, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Fifth Floor
Washington, D.C. 20036
(202) 955-9600 (telephone)
(202) 955-9792 (facsimile)

with copies to:

Victor A. Allums
ADVANCED TELCOM GROUP, INC.
3225 Cumberland Boulevard, Suite 920
Atlanta, Georgia 30339
(770) 541-5781 (telephone)
(770) 541-5703 (facsimile)

J. Jeffery Oxley
ESCHELON TELECOM, INC.
730 2nd Avenue, South, Suite 900
Minneapolis, MN 55402
(612) 436-6692 (telephone)
(612) 436-6792 (facsimile)

- (d) ATI and SCS, ATGI's subsidiaries, currently are authorized by the Commission to provide international global facilities-based and resold telecommunications services. ATI was authorized in ITC-214-19990520-00377. SCS was authorized in ITC-92-129. With the acquisition of SCS by ATI (then known as Advanced TelCom Group, Inc.), transfer of control of SCS and, therefore, control of SCS's international 214 authorization, was transferred to ATI on September 9, 1999. *See* File No. ITC-T/C-199990716-00513. Control of the domestic authorizations of ATI and SCS was

transferred to VFS in WC Docket No. 03-63, granted April 21, 2003. Control of the international authorizations of ATI and SCS was transferred to VFS in ITC-T/C-20030320-00154 and ITC -T/C-20030325-00155, granted April 17, 2003. ATGI is not authorized by the Commission to provide telecommunications services. ETI received its international authorization to provide resale services on August 27, 1999 in ITC-214-19990729-00490, then known as Advanced Telecommunications Inc. On May 2, 2000, the Commission received a letter notifying them of a change in name from Advanced Telecommunications Inc. to Eschelon Telecom, Inc. ETI's subsidiaries provide interstate and international service pursuant to their parent's Section 214 authorization.

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Upon consummation of the proposed Transaction, SCS will continue to be a direct, wholly owned subsidiary of ATI, which will be a direct, wholly owned subsidiary of OPCO, which will remain a direct, wholly owned subsidiary of ETI. Thus, ETI will be the new ultimate parent corporation and indirectly own 100% of the equity interests in ATI and SCS. OPCO, a Minnesota corporation, is located at 730 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402 and functions as a holding company. ETI, a Delaware corporation, is located at the same address and provides local and long distance telecommunications services in several states. The following three (3) entities own 10% or more of the equity of ETI:
 - 1. Bain Capital Fund VI, L.P.
Organized under the laws of Delaware
A private investment firm
111 Huntington Avenue
Boston, MA 02199
35.8%
 - 2. Wind Point Partners
Organized under the laws of Delaware
A private equity investment firm
One Towne Square, Suite 780
Southfield, MI 48076
28.5%
 - 3. Stolberg Equity Partners LLC
Organized under the laws of Delaware
A private equity investment firm
370 17th Street, Suite 3650
Denver, CO 80202
16.2%

No other person or entity owns, directly or indirectly, 10% or more of the equity of ETI.

One director of ETI, Anthony Cassara, is also a director on the Board of Teleglobe International Holdings, LTD, an international telecommunications company with principal offices in Hamilton, Bermuda. Following consummation of the proposed Transaction, there will be no other interlocking directorates with any foreign carrier.

- (i) As evidenced by the signatures to this Application, ETI certifies that following consummation of the proposed Transaction, ETI will not be a foreign carrier and will not be affiliated with any foreign carriers.
- (j) As evidenced by the signatures to this Application, ETI certifies that through its acquisition of ATG it does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, (i) ATG is a foreign carrier; (ii) ATG controls a foreign carrier; (iii) any entity that owns more than 25% of ATG, or that controls ATG, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of ATG and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) ETI qualifies for a presumption of non-dominance under Section 63.10(a)(1) as it is not a foreign carrier, nor is it affiliated with a foreign carrier.
- (n) As evidenced by the signatures to this Application, ETI certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, 47 C.F.R. § 63.14(b), directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined processing under Section 63.12(c) of the Commission's Rules, because (i) ETI is not affiliated with a dominant foreign carrier; (ii) ETI will not become affiliated with any foreign carrier as a result of the proposed Transaction; and (iii) none of the other

VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

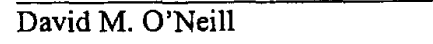
ESCHELON TELECOM, INC.



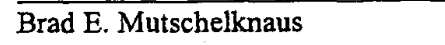
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Respectfully submitted,

ADVANCED TELCOM GROUP, INC.



David M. O'Neill
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Counsel for Eschelon Telecom, Inc.
and Advanced TelCom Group, Inc.

Dated: November 5, 2004

scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit A.

VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

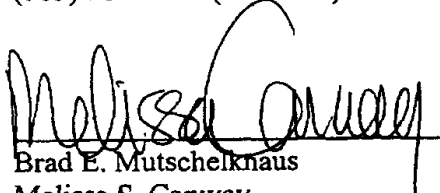
Respectfully submitted,

ESCHELON TELECOM, INC.

ADVANCED TELCOM GROUP, INC.

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and Advanced TelCom Group, Inc.

Dated: November 5, 2004

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction.

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed Transaction, ETI will have market share in the interstate, interexchange market of substantially less than 10 percent, and ETI will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither ATG nor ETI nor any affiliate of either company is dominant with respect to any service it provides.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

As noted in the Application, pursuant to an Asset Purchase Agreement, ETI will acquire substantially all of the assets of GEBPS, including the GEBPS customers, which will be transferred to a newly created, indirect subsidiary of ETI, Business Productivity Solutions, Inc.

This transaction is the subject of a separate application being filed simultaneously with the Commission.

63.04(b)(10): Special Consideration

None.

63.04(b)(11): Waiver Requests (if any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

VII. CONCLUSION


Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

Respectfully submitted,

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